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JUN 23 AM 10 30
T.R.A. DOCKET ROOM

PAID T.R.A.

Chk # 16307

Amount 25.00

Rcvd By JK

Date 6-23-04

OF COUNSEL

THOMPSON BENNETT
JOHN T. PETERS, JR.
VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

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PATRICK D. CROCKER
ANDREW J. VORBRICH
TYREN R. CUDNEY
STEVEN M. BROWN
KRISTEN L. GETTING

June 21, 2004

Joe Werner, Chief
Telecommunications Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

RE Now Communications, Inc., formerly Now Acquisition Corporation

Dear Mr. Werner

In accordance with the request of Sharla Dillon, enclosed for filing with the Tennessee Regulatory Authority, please find an additional twelve (12) copies of the above-captioned company's Petition for Authority to Change Corporate Name from Now Acquisition Corporation to Now Communications, Inc., and a check in the amount of \$25.00 to cover filing fees relating to same.

Please contact the undersigned should you have any questions or concerns.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker

PDC/bmr

enc

**BEFORE THE
STATE OF TENNESSEE
REGULATORY AUTHORITY**

**PETITION FOR AUTHORITY TO
CHANGE CORPORATE NAME FROM
NOW ACQUISITION CORPORATION TO
NOW COMMUNICATIONS, INC.,**

)
)
)
)

Docket No. _____

To the Regulatory Authority

PETITION FOR AUTHORITY TO CHANGE CORPORATE NAME

Now Acquisition Corporation ("Applicant" or "Company"), by its attorneys, hereby respectfully requests that the Tennessee Regulatory Authority ("TRA"), *immediately* approve the new corporate name of Now Communications, Inc. The Applicant requests expedited treatment of this application in order to permit them to begin furnishing service to subscribers in the State of Tennessee.

Upon approval of the use of the corporate name, Now Communications, Inc., the Applicant will amend its tariff on file with the Tennessee Regulatory Authority accordingly

IDENTIFICATION OF APPLICANT

1. Applicant's principal place of business is 2855 Congress Avenue, Suite B, Delray Beach, FL 33445

2. Applicant is incorporated under the laws of the State of Delaware. A copy of Applicant's Amended Articles of Incorporation is attached hereto as **Exhibit A**. The Company has the authority to transact business within the State of Tennessee as a foreign corporation, and effective February 10, 2004, Applicant has authority to operate under the assumed corporate name Cleartel Communications. A copy of the qualifying documents is set forth in **Exhibit B**.

3 The Tennessee Regulatory Authority authorized Now Acquisition Corporation to provide competing local telecommunications service within the State of Tennessee in Case Number 03-00455, effective February 3, 2004. The Company filed tariffs, No. 2004-0446, establishing rules, rates, and regulations for the furnishing of service to subscribers within the State of Tennessee.

4 The Company currently provides services to approximately 300 customers within the State of Tennessee.

5 Correspondence regarding this Petition should be directed to

Patrick D. Crocker
EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007

WHEREFORE, Now Acquisition Corporation respectfully requests that the TRA *immediately* authorize the new corporate name Now Communications, Inc., d/b/a Cleartel Communications so that the Applicant may proceed with business without undue delay.

Respectfully submitted,

Now Acquisition Corporation,
d/b/a Cleartel Communications

By. _____

Patrick D. Crocker
EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007-4762
(269) 381-8844
(269) 381-8822 (facsimile)

VERIFICATION

STATE OF MICHIGAN
COUNTY OF KALAMAZOO

PATRICK D. CROCKER, being duly sworn according to law, upon his oath deposes and says

1. I am the regulatory attorney for Now Acquisition Corporation, d/b/a Cleartel Communications and am authorized to verify the foregoing application

2 I have read the foregoing application, and the statements therein are true of my own knowledge, except to those matters that are therein stated on information and belief, and as to those matters, I believe them to be true



Patrick D Crocker

Sworn to and subscribed before me this
4th day of June 2004



PAULA A SCHNEIDER
Notary Public, Kalamazoo County, MI
My Commission Expires Jun 24, 2004

EXHIBIT A

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

New Acquisition Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of New Acquisition Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of the corporation is New Communications, Inc. (the "Corporation").

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said New Acquisition Corporation has caused this certificate to be signed by Ken Baritz, an Authorized Officer, this 9th day of March, 2004.

By: _____

Ken Baritz
Authorized Officer

Title: _____ President _____

Name: _____ Ken Baritz _____

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:26 PM 03/11/2004
FILED 02:26 PM 03/11/2004
SRV 040182910 - 3665491 FILE

EXHIBIT B

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

RECEIVED
STATE OF TENNESSEE
For Office Use Only
APR 12 2004
FILED
RILEY FARMELL
SECRETARY OF STATE

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Now Acquisition Corporation
If different, the name under which the certificate of authority is to be obtained is Now Communications, Inc.

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is 6/3/2003 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____
6590 West Rogers Circle, Suite 6A, Boca Raton, FL 33487
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is _____
1900 Church Street, Suite 400, Nashville, TN 37203
Street City State/Country Zip Code
Registered agent National Registered Agents, Inc.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
Ken Baritz 6590 West Rogers Circle, Suite 6A, Boca Raton, FL 33487
James Doherty 6590 West Rogers Circle, Suite 6A, Boca Raton, FL 33487
Scott Kellogg 180 North Wacker, Suite 3, Chicago, IL 60606

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
Ken Baritz 6590 West Rogers Circle, Suite 6A, Boca Raton, FL 33487

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date) _____ (time)

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is successfully filed in Tennessee.]

MARCH 25, 2004
Signature Date

Secretary
Signer's Capacity

Now Acquisition Corporation

Name of Corporation

Scott Kellogg
Signature

Scott Kellogg

Name (typed or printed)

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 04/12/04
REQUEST NUMBER: 5107-0403
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 04/12/04 1424
EFFECTIVE DATE/TIME: 04/12/04 1630
CONTROL NUMBER: 0448782

TO:
PREMIER CORPORATE SERVICES INC.
690 PARK STREET
STE 6
ST. PAUL, MN 55103

RE:
NOW COMMUNICATIONS, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 04/12/04

FROM:
PREMIER CORPORATE SERVICES, INC (MINNESOTA)
690 PARK STREET
SUITE 6
ST PAUL, MN 55103-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003477110
ACCOUNT NUMBER: 00422702



SS-445X

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

2001 FEB 10
For Office Use Only: 00

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

**APPLICATION FOR
REGISTRATION OF
ASSUMED CORPORATE
NAME**

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is Now Acquisition Corporation
2. The state or country of incorporation is Delaware
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The assumed corporate name the corporation proposes to use is
Cleartel Communications

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

2/16/04
Signature Date

Now Acquisition Corporation
Name of Corporation

Secretary
Signer's Capacity

[Signature]
Signature

Scott Kellogg
Name (typed or printed)

0448782